

RECORDATION NO. 30450-B FILED

OCT 31 '12 -2 50 PM

VIA UPS NEXT DAY AIR

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847 318.7575
Fax 847 318.7588
www.firstunionrail.com

October 26, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated October 11, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board on this date as Recordation Number _____.

The names and addresses of the parties to the enclosed document are.

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Elkon Products Inc
1166 Melville Street
Unit 2206
Vancouver, BC V6E 4P5

A description of the railroad equipment covered by the enclosed document is for one (1) hopper car marked NAHX 550062 to be remarked to FURX 893415.

A short summary of the document to appear in the index follows: Memorandum of Lease Agreement

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,


Marcia Dunne
Senior Documentation Specialist

Enclosures

(EI PR007)



ASSGN. NO.: ELPR007

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MEMORANDUM OF LEASE

~~MINNEAPOLIS TRANSPORTATION BOARD~~

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11th day of October, 2012, by and between the Montreal Branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Elkon Products Inc. ("Lessee"), a British Columbia corporation

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 10, 2012, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 11, 2012 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan A. BarrieTitle: Regional Vice President, SalesSignature: **LESSEE:**

ELKON PRODUCTS INC.

Name: Gerry PenickTitle: CEOSignature: 

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One (1).

DESCRIPTION OF CARS: Pressure differential covered hopper cars

CAR NUMBERS: NAHX550062 to be remarked to FURX 893415